

SEABOARD SYSTEM RAILROAD

500 Water Street • Jacksonville, Florida 32202 • (904) 359-3100

Law Department
Writer's direct telephone line:

359-3674

June 14, 1985

5-102A022

RECORDATION NO. 8422-2
Filed 1425

JUN 17 1985 -2 25 PM

No. 1
Date JUN 17 1985
Fee \$ 10.00

ICC Washington, D. C.

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
12th and Constitution, N. W.
Washington, D. C. 20423

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 8422-2
Filed 1425

JUN 17 1985 -2 25 PM

Dear Mr. Bayne:

INTERSTATE COMMERCE COMMISSION

I have enclosed three counterparts of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U. S. Code.

This document is a Bill of Sale and Release, a secondary document, dated May 1, 1985.

The primary document to which this document is connected is recorded under Recordation No. 8422.

The names and addresses of the parties to the document are as follows:

Exchange National Bank of Chicago
LaSalle and Monroe Streets
Chicago, Illinois 60603

Seaboard System Railroad, Inc.
500 Water Street
Jacksonville, Florida 32202

A fee of \$10.00 is enclosed.

Please return the counterparts not needed by the Commission for recordation to:

Mr. Edward C. Tannen
Assistant General Solicitor
Seaboard System Railroad, Inc.
500 Water Street
Jacksonville, Florida 32202

ICC OFFICE OF
THE SECRETARY
JUN 17 2 28 AM '85
MOTOR OPERATING UNIT

Mr. James H. Bayne
June 14, 1985
Page 2

A short summary of the document to appear in the index follows:

"Sale of all leased equipment to Railroad."

Very truly yours,

Edward C. Tannen
Assistant General Solicitor

Interstate Commerce Commission
Washington, D.C. 20423

6/17/85

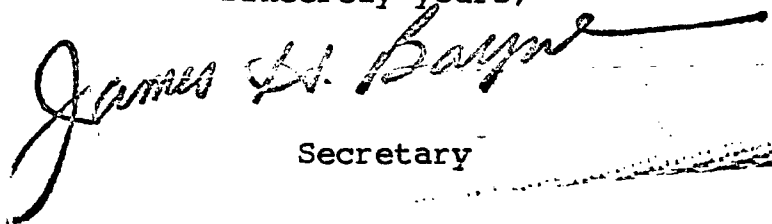
OFFICE OF THE SECRETARY

Edward C. Tannen
Seaboard System Railroad
500 Water Street
Jacksonville, FLA. 32202

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/17/85 at 2:35pm and assigned re-
recording number(s). 8422-D & 8422-E

Sincerely yours,


Secretary

Enclosure(s)

BILL OF SALE

JUN 17 1985 -2 15 PM

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS that EXCHANGE NATIONAL BANK OF CHICAGO ("Seller"), a national banking association, with its principal place of business at LaSalle and Monroe Streets, Chicago, Illinois 60603, not individually but solely as Trustee under Trust Agreement dated June 1, 1976 as subsequently amended with Mercantile National Bank at Dallas, now known as MBank Dallas, N.A., a national banking association (the "Beneficiary"), for and in consideration of the sum of \$10.00 and other valuable consideration, does hereby grant, bargain, sell, convey and deliver to SEABOARD SYSTEM RAILROAD, INC., a Virginia corporation ("Purchaser") and its successors and assigns, the equipment described on the attached Exhibit A;

TO HAVE AND TO HOLD the said equipment unto the said Purchaser and its successors and assigns, to and for its own use, forever.

Seller warrants to Purchaser and its successors and assigns, that, at the time of delivery of said equipment, Seller had legal title to said equipment and good and lawful right to grant, bargain, sell, convey and deliver as aforesaid and that title to said equipment was, as of the date of delivery of said equipment to Purchaser, free of all claims, liens and encumbrances whatsoever.

EXCEPT AS SET FORTH ABOVE, SELLER MAKES NO WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE. THE FOREGOING WARRANTY IS IN LIEU OF ALL OTHER WARRANTIES EXPRESSED OR IMPLIED.

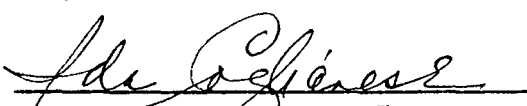
IN WITNESS WHEREOF, Seller has caused its corporate seal to be hereto affixed and has caused these presents to be executed and attested on its behalf by duly authorized officers this 1st day of May, 1985.

EXCHANGE NATIONAL BANK OF CHICAGO,
not individually but solely as
Trustee as aforesaid

By 

First Vice President

ATTEST:


ASSISTANT TRUST OFFICER

EQUIPMENT LIST

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Lessee's Road Numbers (Inclusive)</u>
150	XM & XL	55-Ton Box-Cars	SCL 27400-27456, inclusive, SCL 27459-27497, inclusive, SCL 27499, 25891, 25892, SCL 25894-25898, inclusive, SCL 25900-25909, inclusive, SCL 25911-25931, inclusive, SCL 25933, 25934, 25936 and SCL 25938-25949, inclusive.
66	HTS	70-ton woodchip hopper cars	SCL 190660-190701, inclusive, SCL 190703, 190704, SCL 190706-190719, inclusive, SCL 190721-190726, inclusive, SCL 190728 and 190729.
94	HMS	77-ton wet rock hopper cars	SCL 155600-155606, inclusive, SCL 155608-155628, inclusive, SCL 155630-155633, inclusive, SCL 155635-155668, inclusive, SCL 155670-155681, inclusive, SCL 155683-155690, inclusive and SCL 155692-155699, inclusive.